

DECLARATION AND POWER OF ATTORNEY FOR PATENT APPLICATION

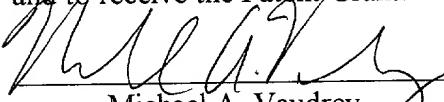
As the below named inventors, we hereby declare that:

Our residences, post office address and citizenship are as stated below next to our names. We believe that we are the original, first and sole inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled, IMPROVED NOISE CANCELING MICROPHONE, the specification of which is attached hereto.

We hereby state that we have reviewed and understand the contents of the above identified specification including the claims.

We acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37. code of Federal Regulations, para. 1.56 (a) and are aware of the criminal penalties for false statements hereunder.

We hereby appoint James W. Hiney, Esq., a member of the bars of the District of Columbia and the Commonwealth of Virginia and the U. S. Patent Office, Reg. No. 24, 705, with offices at 1872 Pratt Drive, Suite 1100, Blacksburg, VA 24060 as our attorney to prosecute this application to issue with full power of substitution and revocation, to transact all business with the U. S Patent and Trademark Office in connection herewith and to receive the Patent Grant.



(Seal)

Michael A. Vaudrey

1505 Oriole Drive
Blacksburg, VA 24060
Citizen of U. S. A.

9/26/01

Date



(Seal)

William R. Saunders

2509 Oriole Drive
Blacksburg, VA 24060
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9/26/01

Date

FORM1.DOC

Application for U. S. Patent by : Michael A. Vaudrey & William R. Saunders

Attorney Docket No. ATI 12

For: Improved Noise Canceling Microphone

**VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY STATUS
(37 CFR 1.9 (f) and 1.27 (c) --- SMALL BUSINESS CONCERN**

I hereby declare that I am the President of a small business concern.

I hereby declare that the above identified small business concern or individual qualifies as a small business concern and defined in 13 CFR 121.3-18, and reproduced in 37 CFR 1.9 (d), for purposes of paying reduced fees under section 41 (a) and (b) of Title 35, United States Code, in that the number of employees for the concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement (1) the number of employees of the business is the average over the previous fiscal year of the concern of the persons employed on a full-time basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when either , directly or indirectly, one concern controls or has the power to control the other, or a third party or parties control or has the power to control both.

I also hereby declare that rights under contract or law have been exclusively conveyed to and remain with the small business concern identified above with regard to the invention, entitled **IMPROVED NOISE CANCELING MICROPHONE**, invented by myself and William R. Saunders.

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting from loss of entitlement to small entity status prior to paying, or at any time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 CFR 1.28 (b))

I hereby declare that all statements made herein are of my own knowledge are true and that all statements made on information and belief are believed to be true, and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under section 1001 of Title 19 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed

Name of person signing: Michael A. Vaudrey
Address of person signing: 1505 Oriole Drive, Blacksburg, VA 24060
Signature M. A. Vaudrey Date 9/26/01